

ORDINANCE NO. 024-146

AN ORDINANCE AUTHORIZING A DEVELOPMENT AGREEMENT WITH JRTC HOLDINGS, LLC; A PARTIAL RELEASE, ADDITIONAL GRANT, AND AMENDMENT TO AN EASEMENT WITH JRTC HOLDINGS, LLC; AND AN AMENDMENT TO THE AGREEMENT FOR CONSTRUCTION, OPERATION, AND MAINTENANCE OF A FIXED FACILITY WITH JRTC HOLDINGS, LLC AND THE CITY OF CHICAGO FOR THE RENOVATION, OPERATION, AND MAINTENANCE OF THE CHICAGO TRANSIT AUTHORITY CLARK/LAKE STATION AT THE FORMER THOMPSON CENTER/STATE OF ILLINOIS CENTER BUILDING, CHICAGO, ILLINOIS

WHEREAS, The City of Chicago ("City") constructed and owns the rapid transit station ("Fixed Facility") within the former James R. Thompson Center/State of Illinois Center ("Building") at Clark and Lake Streets in Chicago, Illinois pursuant to the certain easement that the State of Illinois ("State") granted to the City dated August 7, 1984, and recorded February 6, 1985, in Cook County, Illinois as Document Number 27434971 (the "City Easement"); and

WHEREAS, The Chicago Transit Authority ("Authority"), as owner and operator of the mass transit system in the City of Chicago, operates and maintains the Fixed Facility pursuant to that certain easement the State granted to the Authority dated August 7, 1984, and recorded October 16, 1984, in Cook County, Illinois as Document Number 27295872 (the "CTA Easement," and together with the City Easement, the "Easements"); and

WHEREAS, The City, the Authority, and the State entered into that certain Agreement for Construction, Operation, and Maintenance of Fixed Facility dated September 10, 1984 ("1984 Agreement") which provides for, among other things, the ownership, construction, operation, and maintenance of the Fixed Facility as a mass transportation center; and

WHEREAS, The State sold the Building to JRTC Holdings, LLC, an Illinois limited liability company ("JRTC"), and assigned its rights and obligations from the 1984 Agreement and the Easements to JRTC on July 27-28, 2022; and

WHEREAS, Pursuant to Ordinance No. 022-54, the Authority entered into An Agreement for Renovation, Operation, and Maintenance of the Fixed Facility and

ORDINANCE NO. 024-146
(Continued) -2

Acknowledgement of the CTA Easement dated July 28, 2022 ("2022 Agreement") for the Authority's continued operation and maintenance of the Fixed Facility pursuant to which JRTC agreed not to disturb the Authority's or City's rights under the Easements and acknowledged that it assumed all of the State's obligations under the 1984 Agreement, and the Authority agreed to the replacement of the State with JRTC as a party to the Easements; and

WHEREAS, JRTC and Google LLC ("Google") entered into an agreement whereby among other things, JRTC agreed to sell and convey the Building to Google after completing improvements to the Building; and

WHEREAS, Pursuant to Sections 7 and 8 of the 2022 Agreement, JRTC now desires, at its sole cost and expense, to renovate the Fixed Facility and the Authority shall, at its sole cost and expense, undertake other complementary improvements within the renovated Fixed Facility; and

WHEREAS, The Authority and JRTC have negotiated a Development Agreement whereby: (1) JRTC will at its sole cost and expense cause the look and finishes of the materials within the Fixed Facility to match or complement the other improvements to the Building in consultation with the Authority, and relocate the street level entrance within the Building from Lake Street to Clark Street and provide additional station area (the "JRTC Work"); (2) the Authority at its sole cost and expense will perform certain work within the Fixed Facility intended to ensure consistent and continuous operations of the Fixed Facility (the "CTA Work"); (3) the rights and obligations including but not limited to maintenance, operations, and ownership granted and established by the 1984 Agreement, the Easements, and the 2022 Agreement will not be altered, including the Authority's indemnification obligation to the City under the 1984 Agreement; (4) in order to relocate the street level entrance of the Fixed Facility from Lake Street to Clark Street, the Easements and 1984 Agreement must be amended to reflect the new location and to modify other provisions; and (5) JRTC must obtain Google's consent to the amended 1984 Agreement and amended Easements, thereby not disturbing the Authority's or City's rights under the Easements; now therefore:

BE IT ORDAINED BY THE CHICAGO TRANSIT BOARD
OF THE CHICAGO TRANSIT AUTHORITY:

SECTION 1. The Chairman of the Transit Board, or designee, is authorized to execute a Development Agreement with JRTC Holdings LLC for the renovation of the Chicago Transit Authority station at Clark and Lake Streets, Chicago, Illinois which: (1) requires JRTC at its sole cost and expense to perform the JRTC Work; (2) requires the

ORDINANCE NO. 024-146
(Continued) -3

Authority at its sole cost and expense to perform the CTA Work; (3) indicates that the rights and obligations, including but not limited to maintenance, operations, and ownership, granted and established by the 1984 Agreement, the Easements, and the 2022 Agreement will not be altered; (4) states that in order to relocate the street level entrance from Lake Street to Clark Street, the Easements and 1984 Agreement must be amended to reflect the new location and modify other provisions; (4) requires JRTC to obtain Google's consent to the amended 1984 Agreement and amended Easements; and (5) contains such other terms as are substantially in conformance with the Development Agreement attached as Exhibit A hereto.

SECTION 2. The Chairman, or designee, is further authorized to execute a Partial Release, Additional Grant and Amendment to an Easement with JRTC Holdings, LLC, which: (1) requires the Authority to release certain portions of the three levels of the existing Fixed Facility that will no longer be a part of the renovated Fixed Facility upon final completion of the JRTC Work; (2) requires JRTC Holdings, LLC to immediately grant a permanent easement over property legally described, including but not limited to a new ground level entrance on Clark Street, to the Authority, which together with the unreleased portions of the Fixed Facility shall be for the operation and maintenance of the renovated and reconfigured Fixed Facility on the same terms as the existing CTA Easement and the 1984 Agreement; (3) requires the Authority to grant JRTC Holdings, LLC a temporary license to use portions of the Fixed Facility to renovate the Fixed Facility and perform other work on the Building; and (4) contains such other terms as are substantially in conformance with the Partial Release, Additional Grant and Amendment to CTA Easement attached as Exhibit B hereto.

SECTION 3. The Chairman, or designee, is further authorized to execute a First Amendment to the 1984 Agreement with the City of Chicago and JRTC Holdings, LLC which modifies the location of the station entrance from Lake Street to Clark Street, continues the Authority's indemnification obligation to the City, and contains such other terms as are substantially in conformance with the First Amendment to Agreement for Construction, Operation, and Maintenance of Fixed Facility attached as Exhibit C hereto.

SECTION 4. The Chief Infrastructure Officer, or designee, is authorized to take such actions and execute such documents or agreements as may be required in connection with the Development Agreement with respect to the Fixed Facility, but any such agreement that requires an expenditure of Authority funds will require Board approval.

ORDINANCE NO. 024-146
(Continued) -4

SECTION 5. The Chairman, or designee, is further authorized to take such actions and execute such documents as may be necessary to implement the objectives of this ordinance.

SECTION 6. This ordinance shall be in full force and effect from and after its passage.

APPROVED:

Chairman

November 13, 2024

PASSED:

Secretary

November 13, 2024